

OSTER

Researching Services

12897 Colonial Drive • ML Airy, MD 21771

Office/Fax: 301-253-6040

maryannoster@comcast.net

October 2, 2009

RECORDATION NO. 28050 FILED

OCT 02 '09 -11 19 AM

Ms. Anne Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed for recording with the Surface Transportation Board is a Memorandum of Railcar Lease Agreement dated 11/19/08 including the following parties and railroad equipment:

Lessor: Wells Fargo Equipment Finance, Inc.
Investors Building, #700
733 Marquette Avenue South
Minneapolis, MN 55402

Lessee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, Illinois 62062

Equipment: 24, Used 4750 cf Covered Hoppers
MWCX 461883-461906
Previously GCCX 023116-023231, NI
GCCX 173685-174688, NI
GFSX 010775-101451, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.
Summary: Memorandum of Railcar Lease Agreement dated 11/19/08 between Wells Fargo Equipment Finance, Inc. as Lessor and Midwest Railcar Corporation including 24 railcars.

Sincerely,



Mary Ann Oster
Research Consultant

Enclosure



Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Avenue South
Minneapolis, MN 55402

Memorandum of Railcar Lease Agreement

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of November 19, 2008 by and between Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Lessor") and Midwest Railcar Corporation, a(n) Illinois corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement dated as of September 25, 2009 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Supplement No(a). 68386-101 dated as of September 25, 2009 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor, Twenty-Four (24) Used 4,750 cu.ft. Unlined Covered Hopper Cars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Wells Fargo Equipment Finance, Inc.

LESSEE: Midwest Railcar Corporation

By: [Signature]

Name: Richard M. Murphy

Title: VP

By: [Signature]

Name: Richard M. Murphy

Title: President & CEO

RECORDATION NO. 28050 FILED

OCT 02 '09 -11 19 AM

**WELLS
FARGO**Wells Fargo Equipment Finance
Investors Building, Suite 700
733 Marquette Ave So
Minneapolis, MN 55402**SURFACE TRANSPORTATION BOARD****Schedule A**
to Memorandum of
Railcar Lease AgreementLessee: **Midwest Railcar Corporation**

Equipment originally located at: 489 North Harrison Street, Princeton, NJ 08543 and various other locations throughout the continental United States.

Twenty-Four (24) Used 4,750 cu.ft. Unlined Covered Hopper Cars with the following markings:

PRIOR CAR MARK & NUMBER:				NEW CAR MARK & NUMBER:			
1	GCCX023116	16	GCCX174087	1	MWCX461883	16	MWCX461898
2	GCCX023131	17	GCCX174131	2	MWCX461884	17	MWCX461899
3	GCCX023174	18	GCCX174538	3	MWCX461885	18	MWCX461900
4	GCCX023183	19	GCCX174550	4	MWCX461886	19	MWCX461901
5	GCCX023222	20	GCCX174688	5	MWCX461887	20	MWCX461902
6	GCCX023231	21	GFSX010775	6	MWCX461888	21	MWCX461903
7	GCCX173885	22	GFSX101176	7	MWCX461889	22	MWCX461904
8	GCCX173847	23	GFSX101244	8	MWCX461890	23	MWCX461905
9	GCCX173894	24	GFSX101451	9	MWCX461891	24	MWCX461906
10	GCCX173970			10	MWCX461892		
11	GCCX173976			11	MWCX461893		
12	GCCX173978			12	MWCX461894		
13	GCCX173987			13	MWCX461895		
14	GCCX174021			14	MWCX461896		
15	GCCX174061			15	MWCX461897		



STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 30th day of September, 2009 before me personally appeared, Jacqueline Barragan to me, personally known, who being by me duly sworn, says that s/he is the Assistant Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Linda M. Seierstad
Notary Public

My commission expires: 1-31-10

STATE OF Minnesota
COUNTY OF Hennepin

On this 29th day of September, 2009 before me personally appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that s/he is the President & CEO of Midwest Railway Corp, a(n) Illinois corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



Gina M. Ogrin
Notary Public

My commission expires: January 31, 2013